



(CIN: L62200DL1998PLC093225)

Registered Office: A-54, Kailash Colony, New Delhi – 110 048.
Corporate Office: - Hangar No. C – He / Hf, Airports Authority of India, Civil Aerodrome, Juhu,
Mumbai 400 056
Tel No. 91-22-614 09 200, Fax No. 91-22-614 09 300, Website www.globalhelicorp.com

NOTICE OF POSTAL BALLOT

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and administration) Rule 2014]

To
The Members of Global Vectra Helicorp Limited

NOTICE is hereby given pursuant to Section 110 and other applicable provisions if any, of the Companies Act, 2013 (“the Act”) read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) (“the Rules”). The approval of Members of the Company is sought to approve reclassification of the Authorised Share Capital of the Company, to change the terms and conditions of Non-Convertible Cumulative Redeemable Preference Shares into Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS) and to enter into a related party transaction upto 400 Crores by passing proposed resolution(s) by way of postal ballot/e-voting.

The Company seeks the consent of Members for the aforesaid proposals through resolution specified below. An Explanatory Statement pertaining to the said resolution is also annexed hereto. Accordingly, the said resolution and Explanatory Statement along with Postal Ballot Form are being sent to you for your consideration. The Postal Ballot Notice will be posted on the website of the Company. The Company has appointed Mr. Martinho Ferrao, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot and remote E-voting process in a fair and transparent manner.

You are requested to read carefully the instructions printed overleaf of the Postal Ballot Form and return the Postal Ballot Form duly completed in the enclosed self-addressed, postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on 20th day of December, 2017. The Postal Ballot Forms received after this date will be considered invalid. The Scrutinizer will submit his report to the Chairman or any authorised person by the Chairman of the Company on the completion of the scrutiny. The results of the Postal Ballot shall be announced by Chairman or any authorised person by the Chairman of the Company on or before 21st December, 2017 and will be displayed on the website of the Company.

1. To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 13, 61 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for reclassification of the

Authorised Share Capital of the Company from Rs. 95,00,00,000/- (Rupees Ninety Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each and 70,00,000 (Seventy Lakhs) 11% Non-Convertible Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees one hundred) each to Rs. 95,00,00,000/- (Rupees Ninety Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) equity shares of Rs. 10 (Rupees Ten) each and 7,00,00,000 (Seven Crores) Preference Shares of Rs. 10/- (Rupees Ten) each and consequently the existing Clause V of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place and stead, the following new Clause V:

V. The Authorise Share Capital of the Company is Rs. 95,00,00,000/- (Rupees Ninety-Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each and 7,00,00,000 (Seven Crores) Preference Shares of Rs. 10/- (Rupees Ten) each with the power to the Board to increase or reduce the capital of the Company and to divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.

“RESOLVED FURTHER THAT consequent upon the reclassification in the Share Capital, the Articles of Association stands amended as per Clause V of the Memorandum of Association.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Director of the Company or Chief Executive Officer of the Company or Company Secretary of the Company be and are hereby authorised severally to take all such steps and actions and give such directions as they may in their absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by authority of this resolution.”

2. To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 48, 55, 62 & 42 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchange(s) where the Company’s shares are listed, subject to the approvals of the National Company Law Tribunal (NCLT), Government of India (GOI) and Reserve Bank of India (RBI), where necessary, and subject to the Regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”) or any other relevant authority from time to time to the extent applicable, and such other approvals, permissions and sanctions as may be considered necessary by the Board of Directors of the Company (hereafter referred to as the “Board”, which term shall be deemed to include a duly authorized committee thereof, for the time being exercising the powers conferred by the Board) and subject to such conditions or modifications as may be prescribed by any of them in granting any such approvals, permissions and sanctions and which may be agreed by the Board, the consent of the board be and is hereby accorded and

consequent to the approval of Preference shareholders of the company, consent of the members be and is hereby accorded that the paid up Preference Share Capital of Rs.65,93,49,000/- consisting of 65,93,490 (Sixty Five Lakhs Ninety Three Thousand Four Hundred Ninety) 5.46% Non-Convertible Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees One hundred) each be altered as 6,59,34,900 (Six Crores Fifty-Nine Lakhs Thirty Four Thousand Nine Hundred only) Optionally Convertible Cumulative Redeemable Preference Shares of Rs. 10/- (Rupees Ten each) with an option to convert the same into 73,26,100 Equity Shares of Rs. 10/- each issued at a premium of Rs. 80/- per shares on the terms and conditions given below”

- Issue price: 6,59,34,900 (Six Crores Fifty-Nine Lakhs Thirty Four Thousand Nine Hundred only) Optionally Convertible Cumulative Redeemable Preference Shares of Rs. 10/- (Rupees Ten each) with an option to convert the same into 73,26,100 Equity Shares of Rs. 10/- each issued at a premium of Rs. 80/- per shares
- Rate of Dividend: Dividend rate will be 6.05% p.a. (on the face value) which will remain fixed over the tenure of the OCCRPS.
- Cumulative: The OCCRPS will carry Cumulative dividend right.
- Tenure & Conversion / Redemption Terms: The amount on each OCCRPS shall be either redeemed at Rs. 10/- or converted into Equity Shares of Rs. 10/- each issued at a premium of Rs. 80/- at any time at the option of the Company, but not later than 10 years from the date they were to be due for redemption.
- Priority with respect to payment of dividend or repayment of capital: The OCCRPS will carry a preferential right vis-à-vis equity shares of the Company with respect to the payment of dividend and repayment of capital during winding up.
- Participation in surplus funds: The OCCRPS shall be non-participating in the surplus funds and profits, on winding up which may remain after the entire capital has been repaid.
- Voting rights: The OCCRPS shall carry voting rights as prescribed under the provisions of the Companies Act,2013.

“RESOLVED FURTHER THAT the equity shares of the Company to be allotted upon conversion of the Optionally Convertible Cumulative Redeemable Preference Shares, in accordance with the terms above, shall be subject to the provisions V of the Memorandum of Association and Articles of Association of the Company and shall rank paripassu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs. 10/- each of the Company.”

“RESOLVED FURTHER THAT any one of the Director of the Company or Chief Executive Officer of the Company or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary for giving effect to the above resolution.”

3. To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as ‘the Act’) , read with the applicable provisions of the Companies (Meetings of the Board and its powers) Rules, 2014 and all other provisions of applicable law / rules and subject to the approval / consent of such appropriate authorities, as may be accorded to the Board of Directors of the Company, { hereinafter referred to as the “ Board”, which term shall include any committee constituted by the Board of Directors of the Company or any person (s) authorised by the Board to exercise the power conferred on the Board of Directors of the Company by this resolution } for entering into related party transaction with AAA Rotor Limited, Vectra Investments Private Limited, Vectra Limited, U.K., Vectra Limited Hong Kong, Vectra IT Solutions Private Limited, Indo Copters Private Limited, Vectra Advance Engineering Private Limited and Venus Projects Limited by the Company by way of leasing, Maintenance, Repairs and overhaul Services, IT and ERP Services, loan, investment, guarantee (s) / security(ies), Letter of Credit, Buyers Credit, upto an amount of Rs. 400 Crores (Rupees Four Hundred Crores Only) during any financial year.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps necessary or expedient or proper in respect of the above leasing, Maintenance, Repairs and overhaul Services, IT and ERP Services, loan, investment, guarantee (s) / security(ies), Letter of Credit, Buyers Credit, and further including variation of such timing, amount, terms, conditions etc., as it may, in its absolute discretion, deem appropriate for the purpose of giving effect to this Resolution.”

By Order of the Board of Directors
For **Global Vectra Helicorp Limited**

Raakesh Soni
Company Secretary

Place: Mumbai
Date: September 7,2017

Registered Office
A-54, Kailash Colony,
New Delhi - 110 048

NOTES: -

1. The Explanatory Statement pursuant to Section 102 (1) of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to Members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.

3. Mr. Martinho Ferrao, Practicing Company Secretary has been appointed as Scrutinizer for conducting the E- Voting /Postal Ballot in accordance with the law in a fair and transparent manner.
4. The Company has engaged Central Depository Services (India) Limited (“CDSL”) to offer E-voting facility to all its members enable them to cast their votes electronically. This notice is being sent to all the members, whose names appear in the Register of Members / Records of Depositories as on the close of working hours on Friday, 10th November, 2017 i.e. “the cut-off date”. Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. E-voting is optional for members. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company / Depositories and to other shareholders by permitted board alongwith a postage prepaid self- address Business Reply Envelope.
5. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members. Please read carefully the instructions printed on the enclosed Postal Ballot form before exercising your vote and return the same duly completed, signifying your assent / dissent, in the attached self-addressed business reply envelope, so as to reach the Scrutinizer on or before 05.00 p.m. IST on 20th December, 2017
6. Members desiring to exercise their vote by using E-voting facility, should carefully follow the instructions for E-voting printed in this notice. A Member can log in any number of times till the votes are cast on all the resolutions or till the end of the Voting Period, whichever is earlier.
7. Members, who have received the Postal Ballot Notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to raakesh@gvhl.com. The Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, 10th November, 2017. The Postal Ballot period commences on Tuesday, 21st November, 2017 09:00 a.m. (IST) and ends on Wednesday, 20th December, 2017 05:00 p.m. (IST).
9. The Scrutinizer will submit his report of the votes polled through E-voting/ Postal Ballot, to the Chairman or any authorised person by the Chairman of the Company. The Chairman or any authorised person by the Chairman of the company will announce the results of Voting by Postal Ballot on or before Thursday, 21st December, 2017 and the resolutions will be taken as passed effectively on the date of announcement of the results by the Chairman and or any authorised person by the Chairman of the company as the case may be. The Scrutinizer's decision on the validity of the votes cast through E-voting / Postal Ballot shall be final. The Results of the E-voting / Postal Ballot will be displayed on the website of the Company and intimated to the Stock Exchanges on which the shares of the Company are listed.
10. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Thursday, 21st December, 2017 i.e. the last date specified for receipt of duly completed postal ballot forms or e-voting. Relevant documents referred to in this postal ballot notice and statement are available for inspection by the members at Company's corporate office of the Company during office hours on all working days except Saturday and Sunday from the date of dispatch of this postal ballot notice until the last date for receipt of votes by postal ballot / e-voting.

11. Members cannot exercise votes by proxy.

12. VOTING THROUGH ELECTRONIC MEANS:

In compliance with Regulation 44, SEBI Listing Obligation and Disclosure Requirements, 2015 (the "Listing Regulations") and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members.

The instructions to shareholders for E-voting are as under:

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.

DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant “**GLOBAL VECTRA HELICORP LIMITED**” on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case of members receiving the physical copy of Postal Ballot Notice, please follow all steps from sr. no. (I) to sr. no. (xvii) above to cast vote.
- (xix) The voting period begins on 21st November, 2017 9.00 a.m. (IST) and ends on 20th December, 2017 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 10th November, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 10th November , 2017.
- III. A copy of this notice has been placed on the website of the Company and CDSL.
- IV. Mr. Martinho Ferrao, Practicing Company Secretary as Scrutinizer (Certificate of Practicing Number 5676) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the ballot form received from who do not have access to the e-voting process) in a fair and transparent manner

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1 & 2

The Company had issued 65,93,490 (Sixty Five Lakhs Ninety Three Thousand Four Hundred Ninety) 5.46% Non-Convertible Cumulative Redeemable Preference shares of face value 100/- (Rupees Hundred only) each issued at a price of 100/- (Rupees Hundred only) each i.e. at a nominal value of 100/- (Rupees Hundred only) per share to M/s Vectra Limited, a Company incorporated under the laws of United Kingdom. The said preference shares were allotted on 27.12.2010 for a period of 7 years from the date of allotment with an option to the Company to vary the terms and conditions, if required. The rate of dividend payable on the preference shares is 5.46% on the face value of the shares.

These preference shares would have been redeemed at a par on 26.12.2017. As Company is not able to redeemed, the approval of the equity shareholders is required to change the terms and conditions of the Non-Convertible Cumulative Redeemable Preference Shares into Optionally Convertible Cumulative Redeemable Preference Shares for a further period of 10 years from the date they were to be due for redemption.

The Company has requested to the Preference Share holder to change the terms and condition of Preference Shares from Non-Convertible Cumulative Redeemable Preference Shares to Optionally Convertible Cumulative Redeemable Preference Shares for a further period of 10 years from the date they were to be due for redemption and the Global Vectra Helicorp Limited will have choice either to redeemed the OCCRPS at Rs. 10/- or settling the preference share holder by issuing 73,26,100 Equity Shares of Rs. 10/- each issued at a premium of Rs. 80/- per shares at any time but not later than 10 years from the date they were to be due for redemption. The Preference Shareholder has agreed for the same. As the issue of these preference shares was approved by the equity shareholders at the Extra Ordinary General Meeting held on 1st February, 2009, their approval to change the terms and conditions is being sought.

The Resolution is proposed pursuant to the provisions of the Companies Act, 2013. The Directors approved this item on the 7th September 2017 and recommends the resolutions as set out at Item No. 1 & 2 of the accompanying Notice for the approval of members.

None of the other Directors and Key Managerial Personnel or their relatives are concerned or interested in any way in the said Resolution.

Item No. 3

The Company had passed a Special Resolution in 2014 Pursuant to provisions of Section 2(76) and 188(1) of the Companies Act 2013 that govern the Related Party Transactions require a Company to obtain prior approval of shareholders by way of a Special Resolution.

Due to Implementation of Ind As with effect from 1st April, 2017, Company need to add group company and increase the limits. The transaction is between the Companies which are related parties as per the provisions of Section 2(76) and other applicable sections of the Companies Act, 2013, the proposed leasing, Maintenance, Repairs and overhaul Services, IT and ERP Services, loan, investment, guarantee (s) / security(ies), Letter of Credit, Buyers Credit would attract

provisions of Section 188 of the Companies Act, 2013 and therefore require shareholder's approval.

The disclosures required to be provided under the provisions of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 are given herein below for perusal of the members:

- 1) Name of the related party and nature of relationship: Associate/Group Companies as disclosed in the Resolution no. 3 of this postal ballot notice.
- 2) Name of the director or key managerial personnel who is related, if any: None of the Directors or Key Managerial Personnel are related.
- 3) Nature of relationship: Associate/Group Companies
- 4) Nature, material terms, monetary value and particulars of the contract or arrangement: As may be decided by the Board of Directors at relevant time within the overall limits approved by the members.
- 5) Any other information relevant or important for the members to take a decision on the proposed resolution: NIL

The Resolution is proposed pursuant to the provisions of the Companies Act, 2013. The Directors approved this item on the 7th September 2017 and recommends the resolutions as set out at Item No. 3 of the accompanying Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

By Order of the Board of Directors
For **Global Vectra Helicorp Limited**

Raakesh Soni
Company Secretary

Place: Mumbai
Date: September 7, 2017